

**Trillium Health Partners
Special Board of Directors Meeting Minutes
Monday, January 16, 2017**

Via Teleconference

In Attendance:

Elected Directors	Mr. Alan MacGibbon (as Chair); Mr. David Allgood; Mr. Chitwant Kohli*; Dr. Mohamed Lachemi; Ms. Christine Magee*; Mr. Perry Miele; Ms. Stacey Mowbray; Ms. Karen Wensley*; and Mr. Nick Zelenczuk*
Ex-Officio Directors	Ms. Michelle DiEmanuele; Dr. Dante Morra*; Dr. Melanie Binnington; and Dr. Jerry Levesque*; and Dr. Trevor Young
Senior Management	Ms. Patti Cochrane; Ms. Karli Farrow*; Dr. Alison Freeland*; Mr. Steve Hall*; Mr. Steve Hoscheit; Mr. Dean Martin*; Alison Quigley* (for Ms. Kathryn Hayward-Murray); and Dr. Rob Reid*
Guests	Ms. Sally Daub* (independent advisor); Ms. Nicole Vaz, General Counsel; Ms. Angela Rea-Mahoney*; Ms. Mary Sanagan (Deloitte)*
Resource	Ms. Kate Anderson*
Regrets:	Mr. Wayne Bossert; Ms. Michele Darling; and Dr. Colin Saldanha

* in person, Hazel Room

1.0 Call to Order

Mr. MacGibbon, Acting Chair, called the special Board meeting to order at 4:05 p.m.

The Chair confirmed quorum.

2.0 Approval of Agenda

2.1 The Board members reviewed the agenda. No revisions were made.

MOVED by Mr. Kohli and seconded by Ms. Wensley, that the Agenda for the January 16, 2017, special Board of Directors meeting, be approved.

CARRIED

2.2 Declaration of Conflict of Interest

The Chair reminded the Board that conflicts are to be declared. No conflicts were declared.

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3.0 Hospital Information System - Request For Proposal Discussion

The CEO provided the background to the Hospital Information System (“HIS”) Project. She explained that the reason for today’s meeting was to discuss the pending HIS Request for Proposal (“RFP”) and to answer any questions which the Board may have before it was requested to provide its approval of the HIS RFP at its next meeting on January 26.

Ms. DiEmanuele introduced Ms. Daub as the independent advisor to the Board. She noted that this request for the approval of the RFP was the culmination of over 5 years of preparation since the merger of the hospitals in December 2011. She then invited Mr. Hall to provide the details.

Mr. Hall reminded the Board that it had approved Phase I of the project in January 2014 which had been paused since July 2015, following the Ministry’s direction for all hospitals to put on hold, until further notice, the purchase of any significant HIS purchases. He advised that the Ministry had now lifted the pause in November 2016 and that the HIS team was now ready to recommend the Board’s approval of the release of the HIS RFP at its next meeting on Thursday, January 26, 2017.

Mr. Hall then reviewed the components of the HIS. He outlined the system’s connectivity with internal and external systems to provide a single integrated system which would provide operational efficiencies and result in better service, an improved patient experience and comprehensive patient records and reports.

A discussion followed regarding vendor selection and the importance of incorporating financial and human resources components in the RFP requirements, which Mr. Hall confirmed were already incorporated.

Continuing his report, Mr. Hall reviewed the HIS infrastructure, applications and technology required to provide business intelligence and data analytics. He reviewed the definition of a cluster which would provide efficiencies of scale and indicated that management was not yet recommending a decision until after the RFP has been concluded. Mr. Hall noted the size and significance of the RFP, which contained over 2,490 requirements that span the majority of hospital operations, and an extensive Appendix which provided the details of total cost of ownership.

The Board and management then discussed the possibility of a combination of potential vendors to allow for some specialized niche systems. Mr. Hall advised of the pro-forma template which would eventually be used to ensure specific cluster terms were met regarding licensing, maintenance, support and implementation.

Mr. Hall concluded his report by noting the Key Dates for the RFP process. He indicated that there would initially be an intense planning process and that he anticipated being in a position to request the Board’s final approval of the supply agreement by early 2018, with implementation in approximately two years’ time, following approval.

Mr. MacGibbon invited Ms. Daub to provide her opinion. Ms. Daub remarked that the RFP was well-defined, but that some flexibility would be necessary to allow for any changes that may be required as the process progressed, resulting in a decision which best suited most of the requirements. She cautioned that an on-going awareness of what was happening in the market was essential, especially relating to needs and the latest technology available.

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Mr. Kohli advised the Board that he had reviewed the initial financial estimates with Mr. Hall. He emphasized that those could materially change once the RFP is finalized, especially with regards to the impact of inflation on the figures included in the initial Briefing Note from January 2014 and the pending decision to be made on the formation of a cluster.

The Board and the HIS project team discussed additional aspects of the project, including: rapidly changing and leading edge technology, such as potential online access by patients in the future; s13(1), s18(1)(c) and (e); and the need for THP to have the flexibility to incorporate applications as needed; THP's responsibility to fund the HIS; the LHIN's and the Ministry of Health's roles in monitoring, supporting and their involvement in the RFP and decision making process; and potential cluster partners.

Ms. DiEmanuele reiterated the need for an integrated and nimble operating system appropriate for a teaching hospital, which would provide an improved patient and service experience. She added that no one decision would be perfect, with adjustments to be incorporated as necessary, including those relating to financial estimates, as the tender process unfolded.

In conclusion, Mr. Hall clarified that the Board's approval would be requested at its next meeting on January 26, 2017.

Mr. MacGibbon encouraged anyone with further questions or thoughts to contact Mr. Hall directly. He thanked Mr. Hall for his report and the Board Members and management for joining the meeting.

4.0 Other Business

There was no other business to discuss.

5.0 Adjournment

MOVED by Mr. Zelenczuk and seconded by Ms. Wensley, that the meeting be adjourned at 5:10 p.m.

CARRIED

BOARD APPROVED: MARCH 30, 2017